

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	:
	:
	:
<b>Debtors.<sup>1</sup></b>	:
-----X	

**Chapter 11**  
**Case No. 18-23538 (RDD)**  
**(Jointly Administered)**

**AFFIDAVIT OF SERVICE**

I, Nora Hafez, depose and say that I am employed by Prime Clerk LLC ("***Prime Clerk***"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On November 27, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit A**:

- Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from October 1, 2019 through October 31, 2019 [Docket No. 6107]
- Thirteenth Monthly Fee Statement of Weil, Gotshal & Manges LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for Debtors for the Period from October 1, 2019 through October 31, 2019 [Docket No. 6108]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On November 27, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail and email on MMLID 7335906, Phoenix Acquisition LLC, Attn: David M. Marks & Joseph F. LaDien, 401 E. Kilbourn Ave., Suite 201, Milwaukee WI, 53202, david@phoenixinvestors.com, jladien@phoenixinvestors.com and (2) via email on the De Minimis Notice Parties Email Service List attached hereto as **Exhibit B**:

- Notice of *De Minimis* Asset Sale for Sears Warehouse # 446 (Memphis, TN) (Objections due by December 9, 2019 at 4:00 p.m. (ET)) [Docket No. 6106]

Dated: December 3, 2019

  
\_\_\_\_\_  
Nora Hafez

State of New York  
County of New York

Subscribed and sworn to (or affirmed) before me on December 3, 2019, by Nora Hafez, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:   
\_\_\_\_\_

JAMES A. MAPPLETHORPE  
Notary Public, State of New York  
No. 01MA6370846  
Qualified in New York County  
Commission Expires February 12, 2022

**Exhibit A**

Exhibit A  
Fee Application Service List  
Served as set forth below

NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	EMAIL	METHOD OF SERVICE
Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner						idizengoff@akingump.com; pdublin@akingump.com; aqureshi@akingump.com; sbrauner@akingump.com	Email
Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner	1675 Broadway	19th Floor	New York	NY	10019-5820	harnerp@ballardspahr.com; kutnera@ballardspahr.com	First Class Mail and Email
Ballard Spahr LLP	Attn: David L. Pollack, Vincent J. Marriott, III	52nd Floor - Mellon Bank Center	1735 Market Street	Philadelphia	PA	19103	pollack@ballardspahr.com, marriott@ballardspahr.com	First Class Mail and Email
Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb	919 N. Market Street	11th Floor	Wilmington	DE	19801	heilmanl@ballardspahr.com; summersm@ballardspahr.com; daluzt@ballardspahr.com; roglenl@ballardspahr.com; mcclambc@ballardspahr.com	First Class Mail and Email
Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey						richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov	Overnight Mail and Email
Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Rob Riecker	3333 Beverly Road		Hoffman Estates	IL	60179	rob.riecker@searshc.com; luke.valentino@searshc.com	First Class Mail and Email
Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.						Paul.Leake@skadden.com; Shana.Elberg@skadden.com; George.Howard@skadden.com	Email
Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq.						ray.schrock@weil.com; garrett.fail@weil.com; jacqueline.marcus@weil.com; sunny.singh@weil.com; JeriLeigh.Miller@weil.com; jessica.liou@weil.com; Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com; Jessie.Mishkin@weil.com	Email
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy	300 Quarropas Street, Room 248	White Plains	NY	10601		Overnight Mail

**Exhibit B**

## Exhibit B

De Minimis Notice Parties Email Service List  
Served via email

NAME	NOTICE NAME	EMAIL
Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	idizengoff@akingump.com; pdublin@akingump.com; aquireshi@akingump.com; sbrauner@akingump.com
Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall	ksimard@choate.com; jmarshall@choate.com
Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey	richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov
Seyfarth Shaw LLP	Attn: Edward M. Fox	emfox@seyfarth.com
Seyfarth Shaw LLP	Attn: Steven Paradise, Esq.	sparadise@seyfarth.com
Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.	Paul.Leake@skadden.com; Shana.Elberg@skadden.com; George.Howard@skadden.com
Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq., Michael Bond	ray.schrock@weil.com; garrett.fail@weil.com; jacqueline.marcus@weil.com; sunny.singh@weil.com; JeriLeigh.Miller@weil.com; jessica.liou@weil.com; Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com; Jessie.Mishkin@weil.com; Michael.Bond@weil.com
Purchaser - Phoenix Acquisition Company	Attn: David M. Marks & Joseph F. LaDien	david@phoenixinvestors.com; jladien@phoenixinvestors.com